

WYATT, TARRANT & COMBS

1500 NASHVILLE CITY CENTER

511 UNION STREET

NASHVILLE, TENNESSEE 37219-1750

615 244-0020

FAX: 615 256-1726

REC'D TN
REGULATORY AUTH.

'00 JUL 17 AM 8 40

OFFICE OF THE
EXECUTIVE DIRECTOR
FOR WEST SPRING STREET, SUITE 600
NEW ALBANY, IN 47150-3410
812 945-3561

CITIZENS PLAZA
LOUISVILLE, KY 40202-2898
502 589-5235

1700 LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507-1746
859 233-2012

TAYLOR-SCOTT BUILDING
FRANKFORT, KY 40601-1807
502 223-2104

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
615 255-6161

6800 POPLAR AVENUE, SUITE 200
MEMPHIS, TN 38138-7445
901 537-1000

WRITER'S DIRECT DIAL NUMBER

615 251-6713
kwalkup@wyattfirm.com

July 17, 2000

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219

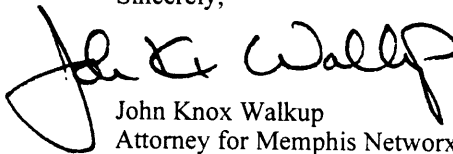
VIA HAND DELIVERY

RE: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light, Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC; Docket No. 99-00909 - Motion in Limine

Dear Mr. Waddell:

Enclosed you will find the original and thirteen (13) copies of Motion in Limine of Applicant and Joint Petitioners.

Sincerely,



John Knox Walkup
Attorney for Memphis Networx, LLC
and A&L Networks-Tennessee, LLC

JKW/kms

Enclosures

cc: Parties of Record
D. Billye Sanders, Esq.
J. Maxwell Williams, Esq.
Ward Huddleston

45159757.1

PAID
7-17-00

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE: APPLICATION OF MEMPHIS)
NETWORK, LLC FOR A CERTIFICATE OF)
PUBLIC CONVENIENCE AND)
NECESSITY TO PROVIDE INTRASTATE)
TELECOMMUNICATION SERVICES)
AND JOINT PETITION OF MEMPHIS)
LIGHT, GAS AND WATER DIVISION,)
A DIVISION OF THE CITY OF MEMPHIS,)
TENNESSEE ("MLGW"), A&L)
NETWORKS-TENNESSEE, LLC ("A&L"))
FOR APPROVAL OF AGREEMENT)
BETWEEN MLGW AND A&L REGARDING)
JOINT OWNERSHIP OF MEMPHIS)
NETWORK, LLC.)

DOCKET NO. 99-00909

MOTION IN LIMINE

MEMPHIS NETWORK, LLC ("Applicant") and MEMPHIS LIGHT, GAS AND WATER DIVISION, and A&L NETWORKS-TENNESSEE, LLC ("Joint Petitioners") respectfully submit this Motion in Limine requesting an order excluding any testimony or evidence or any discovery regarding certain matters specified below at the hearing of the above entitled action:

- 1) Any and all testimony or documents sought through the Subpoena Duces Tecum of Records Custodian, United Equipment, Inc. attached hereto.
- 2) Any testimony by the Records Custodian regarding the matters identified in the attached subpoena.

In support of the Motion in Limine, Memphis Networx, LLC, Memphis Light, Gas and Water Division, and A&L Networks-Tennessee, LLC would further state as follows:

1) Notice of a subpoena duces tecum of the Records Custodian, United Equipment, Inc., was delivered to counsel for the Applicant and Joint Petitioners on Friday, July 14, 2000, at 4:00 p.m. No date of issuance or service appears on the copy of the subpoena sent to counsel for the Applicant and Joint Petitioners.

2) At a Pre-hearing Conference held on July 6, 2000, the Applicant and Joint Petitioners' Motion to Close Discovery was granted by the Pre-hearing Officer and confirmed in an order entered on July 12, 2000.

3) At the July 6, 2000, Pre-hearing Conference, counsel for Time Warner Telecom of the Mid-South, LP, Time Warner Telecommunications of the Mid-South, and the Tennessee Cable Telecommunications Association in response to an inquiry from the Pre-hearing Officer stated that "our witnesses or our direct proof would be Sedberry and Barta and I guess in that order." (Transcript at 36).

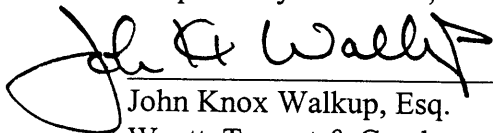
4) The parties about which the subpoena seeks information, A&L Underground, Inc., A&L Networks, LLC, Aptus, or CSM are not the Applicant, a Joint Petitioner, or any intervenor in this proceeding.

5) Any documentary evidence or testimony sought in the subpoena to the Records Custodian, United Equipment, Inc. should be excluded on the basis that it is not relevant to this proceeding and it is clearly untimely.

6) Injustice, delay, and confusion will result if the above matters are introduced or presented at the hearing.

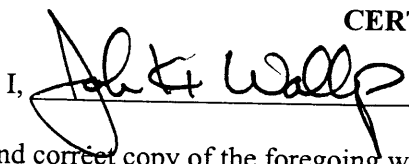
Therefore, Applicant and Joint Petitioners move that all documentary or testimonial evidence sought to be obtained by the subpoena issued to Elizabeth Brown be excluded from the hearing of this matter.

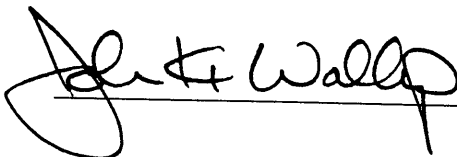
Respectfully submitted,

A handwritten signature in black ink, appearing to read "John Knox Walkup", is written over a horizontal line.

John Knox Walkup, Esq.
Wyatt, Tarrant & Combs
511 Union Street, Suite 1500
Nashville, TN 37219-1720
(615) 244-0200
Attorney for A&L and
Memphis Networx, LLC

CERTIFICATE OF SERVICE

I, , hereby certify that on this 17th day of July, 2000,
a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail
postage pre-paid to the Counsel of Record listed below.

, Esq.

Henry Walker, Esq.
Boult Cummings Conners & Berry, PLC
414 Union Street, Suite 1500
P. O. Box 198052
Nashville, TN 37219
Attorney for NEXTLINK, Tennessee, Inc.

Guy Hicks, Esq.
Patrick Turner, Esq.
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
Attorneys for BellSouth
Telecommunications, Inc.

Charles B. Welch, Jr., Esq.
Farris, Mathews, Branan, Bobango & Hellen, P.L.C.
618 Church Street, Suite 300
Nashville, TN 37219
Attorney for Time Warner of the Mid-South, L.P.
and the Tennessee Cable Telecommunications
Association

Lee J. Bloomfield, Esq.
Allen, Godwin, Morris, Laurenzi &
Bloomfield, P.C.
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200 Jefferson Avenue, Suite 1400
Memphis, Tennessee 38103
Attorney for the International
Brotherhood of Electrical Workers
Union, Local 1288

R. Dale Grimes, Esq.
Bass, Berry & Sims
2700 First American Center
Nashville, TN 37238
Attorney for Concord Telephone
Exchange, Inc., Humphreys County
Telephone Company, Tellico Telephone
Company, Inc., and Tennessee Telephone
Company

Vance L. Broemel, Esq.
Consumer Advocate Division
Office of the Attorney General
& Reporter
Cordell Hull Building
425 5th Avenue North
Nashville, Tennessee 37243-0500
Consumer Advocate Division

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.**

DOCKET NO. 99-00909

**SUBPOENA DUCES TECUM OF UNITED EQUIPMENT, INC.'S
RECORDS CUSTODIAN**

**TO: RECORDS CUSTODIAN
UNITED EQUIPMENT, INC.
2205 LAMAR AVE.
P.O. BOX 14806
MEMPHIS, TENNESSEE 38111**

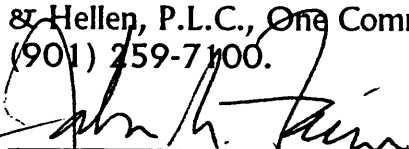
Pursuant to Tennessee Code Annotated § 4-5-311(a), you are hereby commanded to appear at the time, dates and place specified below for the purpose of giving testimony. In addition, you are to produce and make available the items listed. Failure to appear and/or produce the listed items may result in punishment by fine and/or imprisonment, as provided by law.


TIME & DATES: 3:00 P.M. – July 18, 2000;
9:00 A.M. – July 19, 2000; and
9:00 A.M. – July, 20, 2000

PLACE: Tennessee Regulatory Authority's Hearing Room on the
Ground Floor, 460 James Robertson Parkway, Nashville,
Tennessee.

ITEMS TO BRING: Records shall include, but are in no way limited to, any and all contracts, memoranda, correspondence, documents, payments, and/or any other records pertaining to, made to, on behalf of, or received from A&L Underground, Inc., A&L Networks, LLC, Aptus, or CSM from February 1997 to November 1998.

This subpoena is being issued on behalf of the Intervenor in the referenced docket, Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association, represented by John M. Farris of the law firm of Farris, Mathews, Branam, Bobango & Hellen, P.L.C., One Commerce Place, Suite 2000, Memphis, Tennessee 38103, (901) 259-7100.


John M. Farris
Attorney for Intervenor


David Waddell
Executive Secretary of the Tennessee Regulatory Authority

RETURN ON SERVICE

I, _____, certify that on the date indicated below, I served a copy of this subpoena on the witness stated above.

I, _____, acknowledge being served with this subpoena on the date indicated below.

DATE OF SERVICE: _____

Sworn to and subscribed before me on this _____ day of _____, 2000.

Notary Public

My Commission Expires: